

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/28/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Park East Tours, Inc.		09/28/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	International Expeditions, Inc.		
Street Address:	One Environs Park		
City:	Helena		
State/Country:	ALABAMA		
Postal Code:	35080		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3264458	PARK EAST	
CORRESPONDENCE DATA			
Fax Number:	2128135901		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-813-5900		
Email:	assignments@fzlz.com		
Correspondent Name:	Lawrence E. Apolzon		
Address Line 1:	Fross Zelnick Lehrman & Zissu, P.C.		
Address Line 2:	866 United Nations Plaza		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	INEX 1300645		
NAME OF SUBMITTER:	Lawrence E. Apolzon		

Signature:	/joseph gerber/
Date:	03/25/2013
<b>Total Attachments: 8</b> source=Merger and Consent Agreements - PARK EAST (F1194087)#page1.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page2.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page3.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page4.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page5.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page6.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page7.tif source=Merger and Consent Agreements - PARK EAST (F1194087)#page8.tif	

**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION  
OF PARK EAST TOURS, INC. WITH AND INTO  
INTERNATIONAL EXPEDITIONS, INC.**

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is made and entered into effective this 28<sup>th</sup> day of September, 2012 by and Park East Tours, Inc. a Delaware corporation ("PE"), and International Expeditions, Inc., a Delaware corporation ("IE") (PE and IE being sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations").

**WITNESSETH:**

**WHEREAS**, PE is a corporation organized and existing under the laws of the State of Delaware.

**WHEREAS**, IE is a corporation organized and existing under the laws of the State of Delaware.

**WHEREAS**, First Choice Expeditions, Inc. is the sole shareholder of both PE and IE; and

**WHEREAS**, the laws of the State of Delaware permit a merger of the Constituent Corporations; and

**WHEREAS**, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that the merger of PE with and into IE on the terms and conditions hereinafter set forth is advisable (the "Merger"), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the shareholder of the Constituent Corporations for its approval and have recommended to such shareholder approval of the terms and conditions hereinafter set forth; and

**WHEREAS**, the Board of Directors, as applicable, of each of the Constituent Corporations have determined that as a result of the Merger, a Certificate of Merger shall be filed with the Delaware Department of State; and

**WHEREAS**, the Constituent Corporations have resolved that PE be merged with and into IE, creating a single corporation existing under the laws of the State of Delaware, to wit, IE, which shall be the surviving corporation in a transaction qualifying as a liquidation within the meaning of Section 332 of the Internal Revenue Code; and

**WHEREAS**, this Plan of Merger shall become effective on September 28, 2012 (the "Effective Date").

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Delaware (the "Delaware Code"), that PE shall be and hereby is, at the Effective Date, merged with and into IE (IE subsequent to such merger being hereinafter sometimes referred to as the "Surviving

Corporation"), and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

## **SECTION I**

### **MERGER**

1.1 PE and IE shall each obtain the approval of their shareholder and Board of Directors to the merger prior to effecting the merger.

1.2 The Certificate of Merger required by the Delaware Code shall be executed and filed with the Department of State of the State of Delaware.

1.3 On the Effective Date, PE shall be merged with and into IE, IE shall continue in existence, and the separate existence of PE shall cease.

1.4 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of PE, the last acting officers of PE, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

## **SECTION II**

### **TERMS OF TRANSACTION**

2.1 Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, the all of the shares of stock which shall be issued and outstanding immediately before the Effective Date shall be cancelled, PE shall be liquidated, and the title to all real estate, assets and other property owned by PE shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of PE; and any proceeding pending against PE may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

## **SECTION III**

### **DIRECTORS AND OFFICERS**

3.1 The Board of Directors of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of the Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office.

#### **SECTION IV**

#### **GOVERNING LAW**

The Surviving Corporation shall be governed by the laws of the State of Delaware.

#### **SECTION V**

#### **ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS**

5.1 From and after the Effective Date, the Certificate of Incorporation of the Surviving Corporation, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

5.2 From and after the Effective Date, the Bylaws of the Surviving Corporation, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

#### **SECTION VI**

#### **SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER**

This Plan of Merger shall be submitted for approval to the shareholder of PE and the shareholder of IE, in accordance with the Delaware Code. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholder and is not terminated and abandoned pursuant to Section VII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Certificate of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of Delaware as soon as practicable after the last approval by such shareholder. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

## SECTION VII

### TERMINATION

At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Delaware, the Board of Directors, as applicable, of PE and IE may terminate and abandon this Plan or Merger, notwithstanding favorable action on the merger by the shareholder of such corporations or earlier approval by the Board of Directors, as applicable, of such Constituent Corporations.

## SECTION VIII

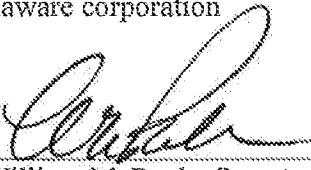
### MISCELLANEOUS

8.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

8.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, all by their respective duly authorized officers, as of the date first written above.

PARK EAST TOURS, INC.  
a Delaware corporation

By:   
William M. Poole, Secretary

INTERNATINOAL EXPEDITIONS, INC.  
a Delaware corporation

By:   
William M. Poole, Secretary

**JOINT UNANIMOUS WRITTEN CONSENT ACTION**

**BY THE SOLE SHAREHOLDER AND DIRECTORS OF  
PARK EAST TOURS, INC.**

**and**

**BY THE SOLE SHAREHOLDER AND DIRECTORS OF  
INTERNATIONAL EXPEDITIONS, INC.**

The undersigned, being the Sole Shareholder and all of the members of the Board of Directors of Park East Tours, Inc., a Delaware corporation ("PE") and being the Sole Shareholder and all of the members of the Board of Directors of International Expeditions, Inc., a Delaware corporation ("IE"), by affixing their signatures hereto, do hereby consent to and take the following actions and adopt and approve the following resolutions by unanimous written consent, effective as of the 20<sup>th</sup> day of September, 2012, as if the same had been done at a meeting of the shareholders and directors duly called and held:

**WHEREAS**, it has been determined to be necessary and appropriate for PE to merge with and into IE.

**NOW, THEREFORE, BE IT RESOLVED**, that the undersigned, being all of the members of the Board of Directors of PE, by affixing their signatures hereto, acknowledge that they have received and read the Agreement of Merger and Plan of Reorganization attached hereto as Exhibit "A" (the "Plan of Merger") whereby, PE will merge with and into IE to be effective as of September 28, 2012, with IE being the surviving entity and believe said merger to be in the best interest of PE and do hereby adopt and recommend the approval of the Plan of Merger to the Sole Shareholder of PE; and

**BE IT FURTHER RESOLVED**, that the undersigned, being all of the members of the Board of Directors of IE, by affixing their signatures hereto, acknowledge that they have received and read the Plan of Merger whereby, PE will merge with and into IE to be effective as of September 28, 2012, with IE being the surviving entity and believe said merger to be in the best interest of IE and do hereby adopt and recommend the approval of the Plan of Merger to the Sole Shareholder of IE; and

**BE IT FURTHER RESOLVED**, that the Plan of Merger is hereby adopted and approved by the Sole Shareholder of PE; and

**BE IT FURTHER RESOLVED**, that the Plan of Merger is hereby adopted and approved by the Sole Shareholder of IE; and

**BE IT FURTHER RESOLVED**, that the undersigned, being all of the members of the Board of Directors of PE, by affixing their signatures hereto, do hereby authorize and direct William M. Poole as Secretary of PE, to execute any and all instruments, documents and other papers as may be necessary or convenient to undertake the resolutions authorized herein, including but not limited to the filing of a Certificate of Merger with the State of Delaware; and the execution thereof by William M. Poole, in his capacity as Secretary of PE, shall be conclusive evidence of PE's approval of the form thereof without further approval or consent of the Board of Directors or Sole Shareholder of PE; and

**BE IT FURTHER RESOLVED**, that the undersigned, being all of the members of the Board of Directors of IE, by affixing their signatures hereto, do hereby authorize and direct William M. Poole as Secretary of IE, to execute any and all instruments, documents and other papers as may be necessary or

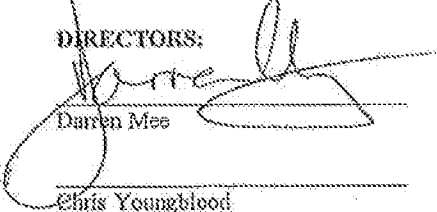
convenient to undertake the resolutions authorized herein, including but not limited to filing a Certificate of Merger with the State of Delaware; and the execution thereof by William M. Poole, in his capacity as Secretary of IE, shall be conclusive evidence of IE'S approval of the form thereof without further approval or consent of the Board of Directors or shareholder of IE; and

**BE IT FURTHER RESOLVED**, that the Secretary of PH and IE is hereby directed to file a copy of this Consent Action with the minutes of the proceedings of the surviving entity.

This Joint Unanimous Written Consent Action may be executed, effective the date first written above, in multiple counterparts and by facsimile, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument.

**PARK EAST TOURS, INC.**

**DIRECTORS:**

  
Darren Mee

Chris Youngblood

Elaine Woolsey

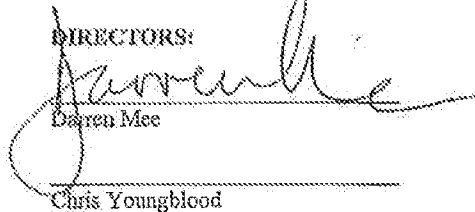
**SOLE SHAREHOLDER:**

**FIRST CHOICE EXPEDITIONS, INC.**

By: \_\_\_\_\_  
Jerre Fuqua, President

**INTERNATIONAL EXPEDITIONS, INC.**

**DIRECTORS:**

  
Darren Mee

Chris Youngblood

**SOLE SHAREHOLDER:**

**FIRST CHOICE EXPEDITIONS, INC.**

By: \_\_\_\_\_  
Jerre Fuqua, President

convenient to undertake the resolutions authorized herein, including but not limited to filing a Certificate of Merger with the State of Delaware; and the execution thereof by William M. Poole, in his capacity as Secretary of IE, shall be conclusive evidence of IE'S approval of the form thereof without further approval or consent of the Board of Directors or shareholder of IE; and

**BE IT FURTHER RESOLVED**, that the Secretary of PE and IE is hereby directed to file a copy of this Consent Action with the minutes of the proceedings of the surviving entity.

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**DIRECTORS:**

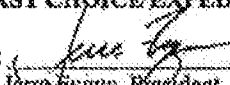
\_\_\_\_\_  
Darren Mee

\_\_\_\_\_  
Chris Youngblood

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Blaine Woolsey

**SOLE SHAREHOLDER:**

**FIRST CHOICE EXPEDITIONS, INC.**

By:   
Jarre Fuqua, President

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**DIRECTORS:**

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Darren Mee

\_\_\_\_\_  
Chris Youngblood

**SOLE SHAREHOLDER:**

**FIRST CHOICE EXPEDITIONS, INC.**

By:   
Jarre Fuqua, President

convenient to undertake the resolutions authorized herein, including but not limited to filing a Certificate of Merger with the State of Delaware; and the execution thereof by William M. Poole, in his capacity as Secretary of IE, shall be conclusive evidence of IE's approval of the form thereof without further approval or consent of the Board of Directors or shareholder of IE; and

BE IT FURTHER RESOLVED, that the Secretary of PE and IE is hereby directed to file a copy of this Consent Action with the minutes of the proceedings of the surviving entity.

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PARK EAST TOURS, INC.

INTERNATIONAL EXPEDITIONS, INC.

DIRECTORS:

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Darren Mee

Darren Mee

Chris Youngblood

Chris Youngblood

Elaine Woolsey

SOLE SHAREHOLDER:

SOLE SHAREHOLDER:

FIRST CHOICE EXPEDITIONS, INC.

FIRST CHOICE EXPEDITIONS, INC.

By: Jerro Fuqua, President

By: Jerro Fuqua, President